



CORPORATION SERVICE COMPANY

RECORDATION NO 26113 FILED

JAN 10 '06

4-03 PM

SURFACE TRANSPORTATION BOARD

JAN 10 2006
RECEIVED

January 9, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Ref # 149246-1
Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 18, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **Knappen Milling Company**
110 South Water Street, PO Box 245
Augusta, MI 49012

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Knappen Milling Company** COVERING 4-5660 C.F.P.D. COVERED HOPPER CAR CEFX 76678-CEFX76683 AS FURTHER DESCRIBED ON THE ATTACHED SCHEDULE A.—NOT INCLUSIVE

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800/995-5071 ext 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18TH day of October, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and KNAPPEN MILLING COMPANY, a MICHIGAN corporation, with an address at 110 South Water Street, P.O. Box 245, Augusta, MI 49012 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 18, 2005 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

KNAPPEN MILLING COMPANY

By: C. B. Knappen III
Name: C. B. KNAPPEN III
Title: PRESIDENT/CEO

Schedule A

Quantity

4

Equipment Description

5,660 C.F. P.D. covered hopper cars.

Reporting Marks and Numbers

Schedule A

Number of Cars		Equipment Description
4		5,660 C.F. P.D. covered hopper car
1	CEFX	76678
2	CEFX	76680
3	CEFX	76682
4	CEFX	76683